

ORIGINAL

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

NORTHWOOD INVESTMENT

CHATHAM IDAHO, an Idaho Corporation, hereinafter called "General Partner," and GEORGE E. KLINGELHOFER, an individual, and PBI INDUSTRIES, a Pennsylvania Corporation, hereinafter called "Limited Partners," hereby form a Limited Partnership and in respect thereto certify as follows:

I.

That its name is NORTHWOOD INVESTMENT.

II.

That the character of the business to be conducted by it is to acquire, manage and dispose of a ten percent (10%) interest in Northwood Associates, an Idaho Limited Partnership.

III.

That the location of its principal place of business is Sturtevant Building, Leadville Avenue, Ketchum, Idaho, and mailing address is P.O. Box 247, Sun Valley, Idaho 83353.

IV.

That the General and Limited Partners are so designated as shown by their respective names on Exhibit A, attached hereto and incorporated by reference.

V.

That the term of its existence is until the first of the following occurs:

- a. Sale and distribution of all Partnership assets;
- b. Election of the General Partner, together with the written consent of the Limited Partners holding fifty-one percent (51%) or more of the Limited Partnership interest to terminate the Partnership; and

c. Expiration of thirty (30) years from the date of recording this Certificate in the Recorder's Office of Blaine County, State of Idaho.

VI.

That Limited Partners have contributed to the Partnership the amounts shown in Exhibit A, attached hereto and incorporated by reference, and shall be entitled to profits and other distributions in proportion to the capital contributions set forth in Exhibit A hereto.

VII.

That the Limited Partners have agreed to contribute additional capital as required by the terms and conditions of the Limited Partnership Agreement of Northwood Associates.

VIII.

That the Limited Partners must first offer to sell their interests to the other Limited Partners before sale to an outside party; if sale is made to an outside party, that person becomes a substituted Limited Partner upon receipt of the General Partner's consent and complying with certain requirements as set forth in the Partnership Agreement; provided however, that the Limited Partner PBI Industries shall have the right to transfer its interest to Pittsburgh Bridge & Iron Works Charitable Trust, and that thereupon said Trust shall become a substituted Limited Partner.

IX.

That in the event of the dissolution of the General Partner, the Partnership is terminated and shall be dissolved unless the Limited Partners unanimously elect a new General Partner.

X.

That there is no priority of a Limited Partner over another Limited Partner as to contributions or as to compensation by way of income.

XI.

That the Limited Partners shall have no right to receive other than cash in return for their capital contributions.

XII.

That the General Partner shall have the sole right to conduct and control the Partnership business.

IN WITNESS WHEREOF, the parties have executed this Certificate this 19th day of February, 1982.

GENERAL PARTNER:

CHATHAM IDAHO, an Idaho Corporation

By

George E. Klingelhofer
George E. Klingelhofer, President

LIMITED PARTNERS:

George E. Klingelhofer
George E. Klingelhofer

PBI INDUSTRIES

By

George E. Klingelhofer
George E. Klingelhofer, Chairman
of the Board

STATE OF IDAHO)
) ss.
COUNTY OF BLAINE)

On this 19th day of February, 1982, before me, a Notary Public in and for the State of Idaho, personally appeared George E. Klingelhofer, as President of Chatham Idaho Corporation, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged that he signed the same as his free and voluntary act and deed, for the uses and purposes therein mentioned.

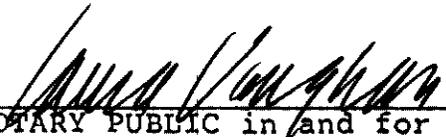
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

William W. [Signature]
NOTARY PUBLIC in and for the State of
Idaho, residing at Ketchum.
Commission expires 6/5/83

STATE OF IDAHO)
) ss.
COUNTY OF BLAINE)

On this 19th day of February, 1982, before me, a Notary Public in and for the State of Idaho, personally appeared George E. Klingelhofer, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged that he signed the same as his free and voluntary act and deed, for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

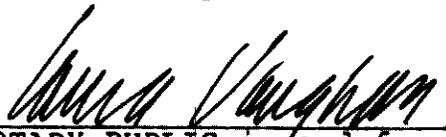


NOTARY PUBLIC in and for the State of
Idaho, residing at Ketchum.
Commission expires 6/5/83

STATE OF Idaho)
) ss.
COUNTY OF Blaine)

On this 19th day of February, 1982, before me, a Notary Public, personally appeared George E. Klingelhofer, Chairman of the Board of PBI Industries, and acting on behalf of PBI Industries, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged that (s)he signed the same as (his/her) free and voluntary act and deed, for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.



NOTARY PUBLIC in and for the State of
Idaho
Commission expires 6/5/83

STATE OF IDAHO)
) ss.
COUNTY OF BLAINE)

I, LAURA VAUGHAN, being first duly sworn upon oath, state as follows: The following individuals, being first duly sworn by me, personally appeared: George E. Klingelhofer, acting as President of Chatham Idaho Corporation, acting as Chairman of the Board of PBI Industries, and acting individually. Further, said individuals are known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

WITNESS MY HAND and official seal this 19th day of February, 1982.



NOTARY PUBLIC in/and for the State of
Idaho, residing at Ketchum.
Commission expires 6/5/83

EXHIBIT A

<u>NAME AND ADDRESS OF PARTNER</u>	<u>CASH CONTRIBUTION</u>	<u>CONTRIBUTION BY LETTER OF CREDIT</u>	<u>TOTAL INITIAL CAPITAL CONTRIBUTION</u>
GENERAL PARTNER:			
Chatham Idaho 1306 Commonwealth Bldg. Pittsburgh, PA 15222	\$ 48,000.00	\$160,000.00	\$208,000.00
LIMITED PARTNERS:			
PBI Industries P.O. Box 229 Rochester, PA 15074	26,000.00	-0-	26,000.00
George E. Klingelhofer P.O. Box 247 Sun Valley, ID 83353	<u>26,000.00</u>	<u>-0-</u>	<u>26,000.00</u>
	\$100,000.00	\$160,000.00	\$260,000.00

ORIGINAL

AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
NORTHWOOD INVESTMENTS

WE HEREBY amend the Certificate of Limited Partnership of Northwood Investment, filed with the office of the Secretary of State of the State of Idaho, for the following reasons and in the following manner:

1. PBI INDUSTRIES, a Pennsylvania Corporation, a Limited Partner named in such Certificate has assigned all of its interest in the Partnership to PITTSBURGH BRIDGE & IRON WORKS CHARITABLE TRUST, and said PITTSBURGH BRIDGE & IRON WORKS CHARITABLE TRUST has been admitted to the Partnership as a substituted Limited Partner. Therefore, paragraph IV. of the Certificate of Limited Partnership, with regard to name and place of residence of the Partners, is amended to read as follows:

"IV. The name and address of each General Partner is: Chatham Idaho Corporation, 1306 Commonwealth Building, Pittsburgh, PA 15222;

"The name and address of each of the Limited Partners, is: Pittsburgh Bridge & Iron Works Charitable Trust, P.O. Box 247, Sun Valley, ID 83353; and George E. Klingelhofer, P.O. Box 247, Sun Valley, ID 83353."

DATED this 22nd day of February, 1982.

GENERAL PARTNER:

CHATHAM IDAHO CORPORATION

By George E. Klingelhofer
George E. Klingelhofer, President

LIMITED PARTNERS:

George E. Klingelhofer
George E. Klingelhofer

ASSIGNING LIMITED PARTNER:

PBI INDUSTRIES

By George E. Klingelhofer
George E. Klingelhofer, Chairman
of the Board

SUBSTITUTE LIMITED PARTNER

PITTSBURGH BRIDGE & IRON WORKS
CHARITABLE TRUST

By George E. Klingelhofer
George E. Klingelhofer, Trustee

ACKNOWLEDGEMENT

STATE OF IDAHO)
): ss.
COUNTY OF BLAINE)

On this 22nd day of February, 1982, before me a Notary Public, personally appeared George E. Klingelhofer, acting as President of CHATHAM IDAHO CORPORATION, acting as Chairman of the Board of PBI INDUSTRIES, acting as Trustee of PITTSBURGH BRIDGE & IRON WORKS CHARITABLE TRUST, and acting individually, and known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged that he executed the same.

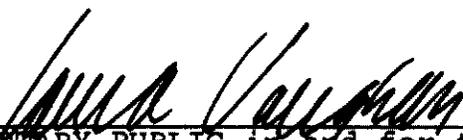
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

James VanDusen
NOTARY PUBLIC in and for the State
of Idaho, residing at Ketchum.
Commission expires 6/5/83

STATE OF IDAHO)
) ss.
COUNTY OF BLAINE)

I, LAURA VAUGHAN, being first duly sworn upon oath, state as follows: The following individuals, being first duly sworn by me, personally appeared: George E. Klingelhofer, acting as President of Chatham Idaho Corporation, acting as Chairman of the Board of PBI Industries, acting as Trustee of Pittsburgh Bridge & Iron Works Charitable Trust, and acting individually. Further, said individuals are known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

WITNESS MY HAND and official seal this 22nd day of February, 1982.



NOTARY PUBLIC in and for the State of Idaho, residing at Ketchum.
Commission expires 6/5/83